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Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Reno Land Holdings, LLC  
☐ Affects River Central, LLC  
☐ Affects Tropicana Station, LLC  
☐ Affects FCP Holding, Inc.  
☐ Affects FCP Voteco, LLC  
☐ Affects Fertitta Partners LLC  
☐ Affects Station Casinos, Inc.  
☐ Affects FCP MezzCo Parent, LLC  
☐ Affects FCP MezzCo Parent Sub, LLC  
☐ Affects FCP MezzCo Borrower VII, LLC  
☐ Affects FCP MezzCo Borrower VI, LLC  
☐ Affects FCP MezzCo Borrower V, LLC  
☐ Affects FCP MezzCo Borrower IV, LLC  
☐ Affects FCP MezzCo Borrower III, LLC  
☐ Affects FCP MezzCo Borrower II, LLC  
☐ Affects FCP MezzCo Borrower I, LLC  
☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_;  
Jointly Administered

**MOTION PURSUANT TO 11 U.S.C.  
§§ 105(a), 327, 328, AND 330 FOR  
INTERIM AND FINAL ORDERS  
AUTHORIZING DEBTORS TO  
EMPLOY PROFESSIONALS USED IN  
ORDINARY COURSE OF BUSINESS**

Hearing Date: July 30, 2009  
Hearing Time: 1:30 p.m.  
Place: 300 Booth Street  
Reno, NV 89509

1 TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

2 Station Casinos, Inc. ("SCI") and its affiliated debtors and debtors in possession  
 3 (collectively, the "Debtors" or "Station")<sup>1</sup> in the above-captioned chapter 11 cases, hereby  
 4 submit this motion (the "Motion") for interim and final orders pursuant to sections 105(a), 327,  
 5 328, and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the  
 6 "Bankruptcy Code"), authorizing and approving the retention and employment of professionals  
 7 used in the ordinary course of business, and, in support thereof, respectfully represent as follows:

## 9 LEGAL MEMORANDUM

### 10 I. Background

11 1. The Debtors commenced these chapter 11 cases on July 28, 2009 (the  
 12 "Petition Date"). SCI and its non-debtor subsidiaries (collectively, the "Station Group")  
 13 constitute a gaming entertainment enterprise that owns and operates under the "Station" and  
 14 "Fiesta" brand names ten major hotels/casinos (two of which are 50% owned) and eight smaller  
 15 casinos (three of which are 50% owned) in the Las Vegas metropolitan area. The Station Group  
 16 owns ten of the hotels/casinos' underlying real property in fee and leases the underlying real  
 17 property for Texas Station Gambling Hall & Hotel ("Texas Station"), Wild Wild West Gambling  
 18 Hall & Hotel ("Wild Wild West"), Barley's Casino & Brewing Company ("Barley's"), and The  
 19 Greens Gaming and Dining ("The Greens"). Debtor FCP PropCo, LLC ("FCP PropCo") owns  
 20 the underlying real estate for Palace Station Hotel & Casino ("Palace Station"), Sunset Station  
 21 Hotel & Casino ("Sunset Station") and Red Rock Casino Resort Spa ("Red Rock"). FCP PropCo  
 22 owns a portion of the underlying real property for Boulder Station Hotel & Casino ("Boulder  
 23 Station") and also leases a portion of Boulder Station's underlying real property. Station  
 24 California, LLC ("Station California"), a non-debtor subsidiary of SCI, manages a casino for a  
 25

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26 <sup>1</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC,  
 27 River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC,  
 28 Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower  
 VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV,  
 LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC,  
 and FCP PropCo, LLC.

1 Native American tribe. As of July 17, 2009, the Station Group had approximately 13,174  
2 employees, and the Debtors had approximately 663 employees. The Station Group's growth  
3 strategy includes the master-planned expansions of its existing gaming facilities in Nevada, the  
4 development of gaming facilities on certain real estate that the Station Group now owns or is  
5 under contract to acquire in the Las Vegas valley and Reno, Nevada, the evaluation and pursuit  
6 of additional acquisition or development opportunities in Nevada and other gaming markets, and  
7 the pursuit of additional management agreements with Native American tribes.

8           2.       The Station Group owns and operates: (i) Palace Station, (ii) Boulder  
9 Station, (iii) Texas Station, (iv) Sunset Station, (v) Santa Fe Station Hotel & Casino, (vi) Red  
10 Rock, (vii) Fiesta Rancho Casino Hotel, (viii) Fiesta Henderson Casino Hotel, (ix) Wild Wild  
11 West, (x) Wildfire Casino, (xi) Wildfire Casino – Boulder Highway, formerly known as Magic  
12 Star Casino, (xii) Gold Rush Casino, and (xiii) Lake Mead Casino.

13           3.       The Station Group also holds a 50% interest in the non-debtor entities that  
14 own and operate: (i) Green Valley Ranch Resort Spa Casino ("Green Valley Ranch"),  
15 (ii) Aliante Station Casino & Hotel ("Aliante Station"), (iii) Barley's, (iv) The Greens, and  
16 (v) Wildfire Casino & Lanes, formerly known as Renata's Casino.

17           4.       Each of the Station Group's casinos caters primarily to local Las Vegas  
18 area residents. The Station Group markets the eight "Station" casinos (including Green Valley  
19 Ranch, Red Rock and Aliante Station) together under the Station Casinos brand and the two  
20 "Fiesta" casinos under the Fiesta brand, offering convenience and choices to residents  
21 throughout the Las Vegas valley with its strategically located properties. In addition, Station  
22 California manages Thunder Valley Casino in Northern California on behalf of the United  
23 Auburn Indian Community.

24           5.       As of June 30, 2009 and based on a general ledger book value, the Debtors  
25 owned assets valued in the aggregate in excess of approximately \$5.7 billion and had debt and  
26 other liabilities of approximately \$6.5 billion.

27           6.       SCI is a privately held company whose shares are held by Debtors Fertitta  
28 Partners LLC, FCP Holding, Inc. and FCP VoteCo, LLC. FCP MezzCo Parent, LLC, FCP

1 MezzCo Parent Sub, LLC, FCP MezzCo Borrower VII, LLC, FCP MezzCo Borrower VI, LLC,  
 2 FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV, LLC, FCP MezzCo Borrower III,  
 3 LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC, and FCP PropCo, LLC  
 4 (collectively, the “CMBS Debtors”), as well as Northern NV Acquisitions, LLC, Reno Land  
 5 Holdings, LLC, River Central, LLC and Tropicana Station, LLC, are all either direct or indirect  
 6 wholly owned subsidiaries of SCI. Certain of the CMBS Debtors issued a mortgage loan and  
 7 related mezzanine financings in the aggregate principal amount of \$2.475 billion (the “CMBS  
 8 Loans”). The CMBS Loans are collateralized by substantially all fee and leasehold real property  
 9 comprising Palace Station Hotel & Casino, Boulder Station Hotel & Casino, Sunset Station  
 10 Hotel & Casino, and Red Rock.

11 7. Filed concurrently herewith, and incorporated herein by reference, is the  
 12 Omnibus Declaration of Thomas M. Friel in Support of the Debtors’ Chapter 11 Petitions and  
 13 First Day Motions, which contains more detail on the Debtors’ assets, liabilities, equity  
 14 ownership, business operations and business plans.

## 15 II. Jurisdiction

16 8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C.  
 17 §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.  
 18 This is a core proceeding pursuant to 28 U.S.C. § 157(b).

## 19 III. Relief Requested

20 9. By this Motion, the Debtors request authority, pursuant to sections 105(a),  
 21 327, 328, and 330 of the Bankruptcy Code, to retain those professionals that the Debtors employ  
 22 in the ordinary course of business (each an “Ordinary Course Professional” and, collectively, the  
 23 “Ordinary Course Professionals”) without the submission of separate employment applications,  
 24 affidavits and the issuance of separate retention orders for each individual professional. A list of  
 25 Ordinary Course Professionals is attached as Exhibit A.

1           **IV.   Proposed Employment and Compensation of Ordinary Course Professionals**

2                   10.     Prior to the Petition Date, the Debtors retained a number of professionals  
3 and professional firms who provide services (a) integral to the Debtors' day-to-day business  
4 operations and financial affairs and (b) not directly related to the reorganization effort. Among  
5 other things, the Ordinary Course Professionals include, but are not limited to, lawyers,  
6 accountants, tax advisors, architects and engineers. The Ordinary Course Professionals provide  
7 services to the Debtors with respect to a wide-range of subjects, including, regulatory and  
8 gaming law compliance, labor, employment and benefits matters, contracts, real estate and  
9 financing transactions, tax planning and preparation, and architectural and engineering planning.  
10 The services are critical for the Debtors' ongoing business operations, including their continued  
11 compliance with non-bankruptcy law. None of the Ordinary Course Professionals will represent  
12 the Debtors in any aspect of their chapter 11 cases or provide bankruptcy-related services.

13                   11.     The Debtors desire to continue to employ the Ordinary Course  
14 Professionals to render services to these estates in the same manner and for the same purposes as  
15 the Ordinary Course Professionals did prior to the Petition Date. It is essential that the  
16 employment of these Ordinary Course Professionals, many of whom are already familiar with  
17 the Debtors' businesses and affairs, be continued to avoid disruption of the Debtors' normal  
18 business operations. The Debtors submit that the proposed employment of the Ordinary Course  
19 Professionals and the payment of monthly compensation on the basis set forth below are in the  
20 best interest of the Debtors' estates and all parties in interest. The relief requested will save  
21 substantial expenses associated with applying separately for the employment of each  
22 professional. Further, the requested relief will avoid the incurrence of additional fees relating to  
23 the preparation and prosecution of interim fee applications. Likewise, the procedure outlined  
24 below will relieve the Court, the Office of the United States Trustee (the "U.S. Trustee"), and  
25 any official committee of creditors of the burden of reviewing numerous fee applications  
26 involving relatively small amounts of fees and expenses.

27                   12.     The Debtors propose that they be permitted to pay each Ordinary Course  
28 Professional, without a prior application to the Court, 100% of the fees and disbursements

1 incurred, upon the submission to, and approval by, the Debtors of an appropriate invoice setting  
2 forth in reasonable detail the nature of the services rendered and disbursements actually incurred,  
3 up to \$150,000 per month per Ordinary Course Professional. In the event that an Ordinary  
4 Course Professional seeks more than \$150,000 in a single month, the Debtors reserve the right to  
5 request approval of such fees by the Court. In the event the Court denies this request, the  
6 professional will be required to file a fee application for the full amount of its fees in accordance  
7 with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure  
8 (the “Bankruptcy Rules”), the Local Bankruptcy Rules for the District of Nevada (the “Local  
9 Rules”), orders of the Court and Fee Guidelines promulgated by the Office of the U.S. Trustee.

10           13. Within thirty (30) days of the latter of (i) Court approval of the Ordinary  
11 Course Professional’s retention, or (ii) the date on which the retained Ordinary Course  
12 Professional commences services, each Ordinary Course Professional shall serve upon the  
13 Debtors’ attorneys: (a) an affidavit (the “Ordinary Course Professional Affidavit”), substantially  
14 in the form attached as Exhibit B, certifying that the professional does not represent or hold any  
15 interest adverse to the Debtors or their estates with respect to the matter on which the  
16 professional is to be employed; and (b) a completed retention questionnaire (the “Retention  
17 Questionnaire”), substantially in the form attached hereto as Exhibit C. The Debtors’ attorneys  
18 shall then file the Ordinary Course Professional Affidavit and Retention Questionnaire with the  
19 Court and serve them upon the U.S. Trustee. The U.S. Trustee shall then have fifteen (15) days  
20 following service to notify the Debtors, in writing, of any objection to the retention stemming  
21 from the contents of the Ordinary Course Professional’s Affidavit or Retention Questionnaire. If  
22 after fifteen (15) days no objection is filed, the Ordinary Course Professional may be paid 100%  
23 of fees and 100% of expenses without the need to file fee applications, based upon the  
24 submission of an appropriate invoice setting forth in reasonable detail the nature of the services  
25 rendered and disbursement outlay actually incurred. The Debtors propose that no Ordinary  
26 Course Professional be paid any amounts for invoiced fees and expense reimbursement until the  
27 Ordinary Course Professional Affidavit and Retention Questionnaire have been filed with the  
28 Court.

1           14.     The Debtors reserve the right to supplement the list of Ordinary Course  
2 Professionals from time to time as necessary. The Debtors have diligently attempted to identify  
3 all of their current Ordinary Course Professionals. Nevertheless, some Ordinary Course  
4 Professionals may have been inadvertently omitted. Further, the nature of Station's business  
5 requires the retention of additional Ordinary Course Professionals from time to time. In either  
6 event, the Debtors propose to file a notice (a "Supplemental Notice of Ordinary Course  
7 Professionals") with the Court listing the additional Ordinary Course Professionals that the  
8 Debtors intend to employ, and to serve it upon: (i) the U.S. Trustee; (ii) the attorneys for any  
9 official committee of unsecured creditors appointed in these cases; and (iii) all other parties that  
10 have filed a notice of appearance in these chapter 11 cases or that are listed on a master service  
11 list pursuant to an order of this Court. The Debtors further propose that if no objection to any  
12 additional Ordinary Course Professional is filed with the Court and served on the Debtors within  
13 fifteen (15) days after the service of the Supplemental Notice of Ordinary Course Professionals,  
14 retention of the Ordinary Course Professional(s) shall be deemed approved by the Court in  
15 accordance with the provisions of this Motion without the need for a hearing or further order.

16           15.     Within thirty (30) days of the latter of (i) approval of the Ordinary Course  
17 Professional's retention, pursuant to a Supplemental Notice of Ordinary Course Professionals, or  
18 (ii) the date on which the retained Ordinary Course Professional commences services for the  
19 Debtors, each Ordinary Course Professional shall serve upon the Debtors' attorneys an Ordinary  
20 Course Professional Affidavit and a Retention Questionnaire. An Ordinary Course Professional  
21 retained pursuant to a Supplemental Notice of Ordinary Course Professionals shall otherwise be  
22 paid in accordance with the terms and conditions set forth in the paragraphs above.

23           16.     Although certain of the Ordinary Course Professionals may hold  
24 unsecured claims against the Debtors for prepetition services rendered to the Debtors, the  
25 Debtors do not believe that any of the Ordinary Course Professionals have an interest adverse to  
26 the Debtors, their creditors, or other parties in interest on the matters for which they would be  
27 employed, and thus all of the Ordinary Course Professionals whom the Debtors propose to retain  
28 meet the special counsel retention requirement under section 327(e) of the Bankruptcy Code.







1 the Fee Guidelines promulgated by the U.S. Trustee or as otherwise allowed by order of this  
2 Court.

3 21. The proposed employment of the Ordinary Course Professionals and the  
4 payment of compensation on the basis set forth above are in the best interests of the Debtors'  
5 estates and creditors. Retention and payment plans similar to those that are proposed herein have  
6 been approved in many cases within this and other Districts. See e.g., In re USA Commercial  
7 Mortgage Co., Case No. BK-S-06-10725 (Bankr. D. Nev.) (Order Entered Oct. 23, 2006, Docket  
8 No. 1628); In re Consolidated Freightways, Case No. RS 02-24284 (Bankr. C.D. Ca.) (Order  
9 Entered Oct. 17, 2002), In re Anacomp, Inc., Case No. 01-10821 (Bankr. S.D. Ca.) (Order  
10 Entered Oct. 24, 2001); In re Fountain View, Inc., Case No. LA 01-39678 BB (Bankr. C.D. Ca.)  
11 (Order Entered Oct. 3, 2001); In re Tri Valley Growers, Case No. 00-44089-J-11 (Bankr. N.D.  
12 Ca.) (Order Entered May 25, 2001).

13 22. The Debtors submit that the proposed employment of the Ordinary Course  
14 Professionals and the payment of monthly compensation on the basis set forth above are in the  
15 best interest of their estates and creditors. The relief requested will save the Debtors the  
16 substantial expenses associated with applying separately for the employment of each  
17 professional. Further, the requested relief will avoid the incurrence of additional fees pertaining  
18 to preparing and prosecuting interim fee applications. Likewise, the procedure outlined above  
19 will relieve the Court and the U.S. Trustee of the burden of reviewing numerous fee applications  
20 involving relatively small amounts of fees and expenses.

21 23. In light of the additional cost associated with the preparation of  
22 employment applications for professionals who will receive relatively small fees, it is impractical  
23 and inefficient for the Debtors to submit individual applications and proposed retention orders  
24 for each Ordinary Course Professional. Accordingly, the Debtors request that this Court  
25 dispense with the requirement of individual employment applications and retention orders with  
26 respect to each Ordinary Course Professional. Based on the foregoing, the Debtors submit the  
27 relief requested is necessary and appropriate, is in the best interests of their estates and creditors,  
28 and should be granted in all respects.

1 **VI. Conclusion**

2 **WHEREFORE**, the Debtors respectfully request (i) entry of interim and final  
3 orders substantially in the form attached hereto granting the relief requested herein, and (ii) such  
4 other and further relief as the Court may deem just and proper.

5  
6 Dated: July 28, 2009

Respectfully submitted,

7  
8 By: \_\_\_\_\_/s  
9 Paul S. Aronzon, CA State Bar #88781  
10 Thomas R. Kreller CA State Bar # 161922  
11 MILBANK, TWEED, HADLEY & McCLOY LLP  
12 601 South Figueroa Street, 30th Floor  
13 Los Angeles, California 90017

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Proposed Local Reorganization Counsel  
For Debtors and Debtors in Possession

## **EXHIBIT A**

### **List of Ordinary Course Professionals**

<b>Professional</b>	<b>Services Provided</b>
ACCOUNTING SOLUTIONS 4 U, LLC	Consulting
ACCOUNTING SPECIALTIES PROVIDER	Consulting
AKERMAN SENTERFITT	Legal Services
AMERICAN ARBITRATION ASSOCIATI	Legal Services
ANALYTICAL ENVIRONMENTAL SERVICES	Consulting
ANDERSON TUELL LLP	Legal Services
APPLIED ANALYSIS	Consulting
ASSOCIATION OF STRATEGIC MARKE	Consulting
ATERWYNNE,LLP	Legal Services
BENTLEY PRICE ASSOCIATES	Consulting
BIBLE MOUSEL	Legal Services
BLACKMAN CONSULTING	Consulting
BODMAN LLP	Legal Services
BROWNSTEIN HYATT FARBER SCHREC	Legal Services
CAPITOL ADVOCACY SERVICES GROUP	Consulting
CA CONSULTING	Consulting
CLARK WOLF COMPANY	Consulting
COMFORT CONSULTING VERMONT,LLC	Consulting
COMPTON DANCER CONSULTING INC.	Consulting
COMSYS SERVICES LLC	Consulting
CRAGIN & PIKE, INC.	Legal Services
CRIMINAL HISTORY REPOSITORY	Legal Services
CT CORPORATION SYSTEM	Legal Services
CUNINGHAM GROUP ARCHITECTURE	Consulting
D.F. KING & CO.,INC.	Legal Services
DEE POLLEY	Consulting
DREIER STEIN KAHAN BROWNE WOOD	Legal Services
DRINKER BIDDLE & REATH LLP	Legal Services
DUFF & PHELPS LLC	Consulting
DZ CONSULTING	Consulting
ELIZABETH BLAU & ASSOCIATES,LL	Consulting
ELMETS COMMUNICATIONS	Consulting
ERNST & YOUNG LLP	Consulting
FINE CONSULTING INC dba THE FINE POINT	Consulting
GROUP	
FREDERICKS & PEEBLES LLP	
FRIEDMUTTER GROUP	
GANG TYRE RAMER & BROWN INC	Consulting
GEOCON CONSULTANTS,INC	Consulting
GLOBAL INTELLIGENCE NETWORK	Consulting
GRANT J. MILLERET	Consulting

Professional	Services Provided
GREENBERG TRAURIG LLP	Legal Services
GREGORY & ASSOCIATES	Legal Services
HALLING + SOKOL LLP	Legal Services
HUFFMAN-BROADWAY GROUP,INC	Consulting
HYDROSCIENCE ENGINEERS, INC	Consulting
INTELLIGENT AGENT DISCOVERY MA	Legal Services
JAMES A NYE	Consulting
JESSIE GIBSON	Consulting
JETER COOK JEPSON	Consulting
JOBBI LLC	Consulting
JOHN F. MARCHIANO	Legal Services
JONES VARGAS	Legal Services
KAZHE LAW GROUP P.C.	Legal Services
KIMLEY-HORN & ASSOCIATES	Consulting
KP PUBLIC AFFAIRS	Consulting
KROLL SCHIFF & ASSOCIATES,INC	Consulting
KUMMER KAEMPFER BONNER RENSHAW & FERRARIO	Legal Services
LAB CONSULTING	Consulting
LAS VEGAS IIA CHAPTER	Consulting
LAS VEGAS SPORTS CONSULANTS, I	Consulting
LATHAM & WATKINS, LLP	Legal Services
LEHMAN KELLY SADLER & O'KEEFE	Legal Services
LEWIS, RICE & FINGERSH	Legal Services
LINSCHIED CO.	Consulting
MAIER & PFEFFER ATTORNEY	Legal Services
MARK MCASEY	Consulting
MARSHALL STEVENS, INC	Consulting
MATERIALS TESTING CONSULTANTS	Consulting
MCINTOSH COMMUNICATIONS	Consulting
MIKE IAMAIO	Consulting
MILBANK, TWEED, HADLEY & MCCLOY LLP	Legal Services
ML STRATEGIES LLC	Consulting
MOBIUS RISK GROUP LLC	Consulting
MOODY'S	Consulting
MSA ENGINEERING CONSULTANTS	Consulting
MUNGER TOLLES & OLSON LLP	Legal Services
NEW MARKET ADVISORS	Consulting
NIELSEN, MERKSAMER, PARRINELLO	Legal Services
ORACLE USA,INC	Consulting
P&D CONSULTANTS	Consulting
PARSONS BEHLE & LATIMER	Legal Services
PATRICIA STALEY	Consulting
PATTON BOGGS	Legal Services
PETERS ENGINEERING GROUP	Consulting
PILOTHOUSE CONSULTING, INC.	Consulting
PIPER RUDNICK	Legal Services
PLATINUM ADVISORS,L.L.C	Consulting

Professional	Services Provided
PYATT & SILVESTRI & HANLON	Legal Services
QUINN EMANUEL URQUHART OLIVER	Legal Services
R SYSTEMS INTERNATIONAL LTD	Consulting
RACING CONSULTING GROUP	Consulting
RBF CONSULTING	Consulting
REUTERS RESEARCH,INC	Consulting
RHR CONSULTING ENGINEERS	Consulting
ROBERT A. KARN & ASSOC.	Consulting
ROBERT A. ROSETTE PC	Legal Services
RYAN ERWIN ASSOCIATES	Consulting
SENTINEL ADVISERS LLC	Consulting
SGPA ARCHITECTURE AND PLANNING	Consulting
SHAPPARD MULLIN	Legal Services
SIERRA STRATEGIES	Consulting
SIGNATURE WORLDWIDE	Consulting
SITE SYNERGY	Consulting
SITRICK & COMPANY	Consulting
SKADDEN, ARPS, SLATE, MEAGHER	Legal Services
SLOAT HIGGINS JENSEN & ASSOC	Consulting
SONNENSCHN NATH & ROSENTHAL	Legal Services
STANDARD & POOR'S	Consulting
STRATEGIC SOLUTIONS	Consulting
STUDIO 66	Consulting
TALX	Consulting
TERADATA	Consulting
TERZO, INC.	Consulting
THE LEARNING CENTER INC	Consulting
THE LINSCHIED COMPANY,INC	Consulting
THE SKANCKE COMPANY	Consulting
THEMEWORKS, INC.	Consulting
THOMSON FINANCIAL CORPORATE GR	Consulting
TOWERS PERRIN	Consulting
TOWNSEND & TOWNSEND & CREW LLP	Legal Services
VMWORLD 2008	Consulting
VSLIVE! LAS VEGAS	Consulting
WALKER FLUKE & SHELDON	Consulting
W.A. RICHARDSON BUILDERS, LLC	Consulting
WILMERHALE	Legal Services
WRIGHT CONSULTING GROUP	Consulting
YANKEE SPRINGS GOLF COURSE	Landscape Maintenance
YOUNG ELECTRIC SIGN COMPANY	Consulting

## **EXHIBIT B**

### **Ordinary Course Professional Affidavit**

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
MILBANK, TWEED, HADLEY & McCLOY LLP  
601 South Figueroa Street, 30th Floor  
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☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_  
Jointly Administered

**AFFIDAVIT AND DISCLOSURE  
STATEMENT OF \_\_\_\_\_, ON  
BEHALF OF \_\_\_\_\_**



1 STATE OF \_\_\_\_\_ )  
 2 COUNTY OF \_\_\_\_\_ ) ss:

3  
 4 \_\_\_\_\_, being duly sworn, upon his oath, deposes and says:

5 1. I am a partner of \_\_\_\_\_, located at  
 6 \_\_\_\_\_ (the "Company").

7 2. Station Casinos, Inc. and its affiliated debtors and debtors in possession  
 8 (collectively, "Station" or the "Debtors"),<sup>2</sup> have requested that the Company provide \_\_\_\_\_  
 9 services to the Debtors, and the Company has consented to provide those services.

10 3. The Company may have performed services in the past and may perform  
 11 services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties  
 12 in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Company is  
 13 retained in cases, proceedings, and transactions involving many different parties, some of whom  
 14 may represent or be claimants or employees of the Debtors, or other parties in interest in these  
 15 chapter 11 cases. The Company does not perform services for any such person in connection  
 16 with these chapter 11 cases. In addition, the Company does not have any relationship with any  
 17 such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

18 4. Neither I nor any principal of or professional employed by the Company  
 19 has agreed to share or will share any portion of the compensation to be received from the  
 20 Debtors with any other person other than the principals and regular employees of the Company.

21 5. Neither I nor any principal of or professional employed by the Company,  
 22 insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors  
 23 or their estates.

24 6. The Debtors owe the Company \$\_\_\_\_\_ for prepetition services.

25  
 26 <sup>2</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC,  
 27 River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC,  
 28 Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower  
 VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV,  
 LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC,  
 and FCP PropCo, LLC.



## **EXHIBIT C**

### **Retention Questionnaire**

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
MILBANK, TWEED, HADLEY & McCLOY LLP  
601 South Figueroa Street, 30th Floor  
Los Angeles, California 90017  
Telephone: (213) 892-4000  
Facsimile: (213) 629-5063

Proposed Reorganization Counsel for  
Debtors and Debtors in Possession

Bruce T. Beesley (NV SBN 1164)  
Laury Macauley (NV SBN 11413)  
LEWIS and ROCA, LLP  
50 West Liberty Street, Suite 410  
Reno, Nevada 89501  
Telephone: (775) 823-2900  
Facsimile: (775) 823-2929  
[bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [tdarby@lrlaw.com](mailto:tdarby@lrlaw.com)

Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Reno Land Holdings, LLC  
☐ Affects River Central, LLC  
☐ Affects Tropicana Station, LLC  
☐ Affects FCP Holding, Inc.  
☐ Affects FCP VoteCo, LLC  
☐ Affects Fertitta Partners LLC  
☐ Affects Station Casinos, Inc.  
☐ Affects FCP MezzCo Parent, LLC  
☐ Affects FCP MezzCo Parent Sub, LLC  
☐ Affects FCP MezzCo Borrower VII, LLC  
☐ Affects FCP MezzCo Borrower VI, LLC  
☐ Affects FCP MezzCo Borrower V, LLC  
☐ Affects FCP MezzCo Borrower IV, LLC  
☐ Affects FCP MezzCo Borrower III, LLC  
☐ Affects FCP MezzCo Borrower II, LLC  
☐ Affects FCP MezzCo Borrower I, LLC  
☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_  
Jointly Administered

**RETENTION QUESTIONNAIRE**

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY STATION CASINOS, INC.  
AND ITS AFFILIATED DEBTORS AND DEBTORS IN POSSESSION (the "Debtors")

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.**  
**RETURN IT FOR FILING WITH THE DEBTORS AT:**

Milbank, Tweed, Hadley & McCloy LLP  
601 South Figueroa Street, 30th Floor  
Los Angeles, California 90017  
Attention: Paul S. Aronzon, Esq./Samir D. Parikh, Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

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2. Date of retention: \_\_\_\_\_

3. Type of services provided (accounting, legal, etc.):

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4. Brief description of services to be provided:

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5. Arrangements for compensation (hourly, contingent, etc.)

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(a) Average hourly rate (if applicable): \_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):  
\_\_\_\_\_

6. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Nature of claim: \_\_\_\_\_

7. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Nature of claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. Stock of any of the Debtors currently held by the firm:

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

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10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the above-named firm is to be employed.

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11. Name of individual completing this form.

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## **EXHIBIT D**

### **Interim Order**

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
MILBANK, TWEED, HADLEY & McCLOY LLP  
601 South Figueroa Street, 30th Floor  
Los Angeles, California 90017  
Telephone: (213) 892-4000  
Facsimile: (213) 629-5063

Bruce T. Beesley (NV SBN 1164)  
Laury Macauley (NV SBN 11413)  
LEWIS AND ROCA LLP  
50 West Liberty Street, Suite 410  
Reno, Nevada 89501  
Telephone: (775) 823-2900  
Facsimile: (775) 823-2929  
[bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [tdarby@lrlaw.com](mailto:tdarby@lrlaw.com)

Proposed Reorganization Counsel for  
Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Reno Land Holdings, LLC  
☐ Affects River Central, LLC  
☐ Affects Tropicana Station, LLC  
☐ Affects FCP Holding, Inc.  
☐ Affects FCP VoteCo, LLC  
☐ Affects Fertitta Partners LLC  
☐ Affects Station Casinos, Inc.  
☐ Affects FCP MezzCo Parent, LLC  
☐ Affects FCP MezzCo Parent Sub, LLC  
☐ Affects FCP MezzCo Borrower VII, LLC  
☐ Affects FCP MezzCo Borrower VI, LLC  
☐ Affects FCP MezzCo Borrower V, LLC  
☐ Affects FCP MezzCo Borrower IV, LLC  
☐ Affects FCP MezzCo Borrower III, LLC  
☐ Affects FCP MezzCo Borrower II, LLC  
☐ Affects FCP MezzCo Borrower I, LLC  
☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_

**INTERIM ORDER PURSUANT TO  
§§ 105(a), 327, 328, AND 330 OF THE  
BANKRUPTCY CODE AUTHORIZING  
THE DEBTORS TO EMPLOY  
PROFESSIONALS USED IN THE  
ORDINARY COURSE OF BUSINESS**

Hearing Date: July 30, 2009  
Hearing Time: 1:30 p.m.

Upon the motion, dated July 28, 2009 (the “Motion”),<sup>1</sup> of Station Casinos, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors” or “Station”)<sup>2</sup> in the above-captioned chapter 11 cases, for interim and final orders pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing their employment of professionals used in the ordinary course of business (“Ordinary Course Professionals”), all as more fully described in the Motion; and upon consideration of the supporting declaration of Thomas M. Friel, sworn to on July 24, 2009; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of Station and its estate and creditors; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is

**ORDERED** that the Motion is granted on an interim basis pending a final hearing thereon (the “Final Hearing”) and entry of a superseding Final Order by this Court; and it is further

**ORDERED** that pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the professionals listed on Exhibit A attached hereto (the “Ordinary Course”

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

<sup>2</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC, River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC, Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV, LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC, and FCP PropCo, LLC.

1 Professionals”) in the ordinary course of their business, effective as of the date of the  
2 commencement of the Debtors’ chapter 11 cases; and it is further

3 **ORDERED** that within 30 days of the latter of (i) Court approval of the Ordinary  
4 Course Professional’s retention or (ii) the date on which the retained Ordinary Course  
5 Professional commences services for the Debtors, each Ordinary Course Professional shall serve  
6 upon the Debtors’ attorneys (a) an affidavit, substantially in the form attached to the Motion as  
7 Exhibit B (the “Ordinary Course Professional Affidavit”), certifying that the professional does  
8 not represent or hold any interest adverse to the Debtors or their estates for the matter on which  
9 the professional is to be employed, and (b) a completed retention questionnaire, substantially in  
10 the form attached to the Motion as Exhibit C (the “Retention Questionnaire”). The Debtors’  
11 attorneys shall promptly file the Ordinary Course Professional Affidavit and Retention  
12 Questionnaire with the Court and serve them upon the U.S. Trustee. The U.S. Trustee shall have  
13 fifteen (15) days following service to notify the Debtors in writing, of an objection to any  
14 retention based on the contents of the Ordinary Course Professional’s Affidavit or Retention  
15 Questionnaire; and it is further

16 **ORDERED** that the Debtors shall pay no Ordinary Course Professional any  
17 amounts for invoiced fees and expense reimbursements until the Ordinary Course Professional  
18 Affidavit and Retention Questionnaire have been filed with the Court; and it is further

19 **ORDERED** that, subject to the conditions of the previous paragraph, the Debtors  
20 are authorized to pay, in the customary manner, 100% of the fees and disbursements sought by  
21 each of the Ordinary Course Professionals retained pursuant to this Order in the customary  
22 manner upon receipt of reasonably detailed invoices indicating the nature of the services  
23 rendered and calculated in accordance with the professional’s standard billing practices, without  
24 a prior application to the Court, up to \$150,000 per month per Ordinary Course Professional. In  
25 the event that an Ordinary Course Professional seeks more than \$150,000 in a single month, the  
26 Debtors reserve the right to request approval of such fees by the Court. In the event the Court  
27 denies this request, the professional will be required to file a fee application for the full amount  
28 of its fees in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of

1 Bankruptcy Procedure, the Local Rules, orders of the Court and Fee Guidelines promulgated by  
2 the Office of the U.S. Trustee; and it is further

3 **ORDERED** that the Debtors' right to dispute any invoices shall not be affected or  
4 prejudiced in any manner by the relief granted in this order; and it is further

5 **ORDERED** that the Debtors are authorized to supplement the list of Ordinary  
6 Course Professionals from time to time as necessary, by filing a notice (the "Supplemental  
7 Notice of Ordinary Course Professionals") with the Court of the additional Ordinary Course  
8 Professionals that the Debtors intend to employ and to serve it on: (i) the U.S. Trustee; (ii) the  
9 attorneys for any official committee of unsecured creditors appointed in these cases; and (iii) all  
10 other parties that have filed a notice of appearance in these chapter 11 cases or that are listed on a  
11 master service list pursuant to an order of this Court. If no objection to the additional Ordinary  
12 Course Professional is filed with the Court and served on the Debtors within fifteen (15) days  
13 after the service of the Ordinary Course Professional Notice, the retention of the Supplemental  
14 Ordinary Course Professional(s) shall be deemed approved by this Court, pursuant to sections  
15 105(a), 327, 328 and 330 of the Bankruptcy Code, in accordance with the provisions of this  
16 Order, without the need for a hearing or further order; and it is further

17 **ORDERED** that within fifteen (15) days of the latter of (i) approval of the  
18 Ordinary Course Professional's retention, pursuant to a Supplemental Notice of Ordinary Course  
19 Professionals, or (ii) the date on which the retained Ordinary Course Professional commences  
20 services for the Debtors, each Ordinary Course Professional shall serve upon the Debtors'  
21 attorneys an Ordinary Course Professional Affidavit and a Retention Questionnaire; and it is  
22 further

23 **ORDERED** that the Debtors attorneys shall file and serve the Ordinary Course  
24 Professional Affidavits and Retention Questionnaires in the same manner as for all other  
25 Ordinary Course Professionals, and the U.S. Trustee shall have the same time for objection; and  
26 it is further

1                   **ORDERED** that Ordinary Course Professionals retained pursuant to a  
2 Supplemental Notice of Ordinary Course Professionals shall be paid in accordance with the  
3 procedures set forth for the payment of other Ordinary Course Professionals; and it is further

4                   **ORDERED** that the Debtors shall not pay any amounts to an Ordinary Course  
5 Professional retained pursuant to a Supplemental Notice of Ordinary Course Professionals until  
6 its Ordinary Course Professional Affidavit and Retention Questionnaire have been filed with the  
7 Court; and it is further

8                   **ORDERED** that this Order shall not apply to any professional retained by the  
9 Debtors pursuant to a separate order of the Court; and it is further

10                  **ORDERED** that the Final Hearing is set for \_\_\_\_\_ at \_\_\_\_\_  
11 (prevailing Pacific Standard Time); and it is further

12                  **ORDERED** that, notwithstanding any provision in the Federal Rules of  
13 Bankruptcy Procedure to the contrary, the Debtors are not subject to any stay in the  
14 implementation, enforcement or realization of the relief granted in this Interim Order, and the  
15 Debtors may, in their discretion and without further delay, take any action and perform any act  
16 authorized under this Interim Order; and it is further

17                  **ORDERED** that, notwithstanding any applicability of, among others, Rule 6003  
18 of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be  
19 immediately effective and enforceable upon its entry; and it is further

20                  **ORDERED** that within \_\_\_\_ days of this Interim Order, the Debtors shall serve  
21 this Interim Order upon the Master Service List pursuant to the Court's Order Establishing  
22 Notice Procedures; and it is further

1                   **ORDERED** that notice of the Motion as provided therein shall be deemed good  
2 and sufficient notice of the Motion.

3  
4 SUBMITTED BY:

5 Paul S. Aronzon, CA State Bar #88781  
6 Thomas R. Kreller CA State Bar # 161922  
7 MILBANK, TWEED, HADLEY & McCLOY LLP  
8 601 South Figueroa Street, 30th Floor  
9 Los Angeles, California 90017

Proposed Reorganization Counsel for  
Debtors and Debtors in Possession

10 Bruce T. Beesley, #1164  
11 Laury Macauley, #11413  
12 LEWIS AND ROCA LLP  
13 50 W. Liberty Street, Ste. 410  
14 Reno, NV 89501  
15 [bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [tdarby@lrlaw.com](mailto:tdarby@lrlaw.com)

Proposed Local Reorganization Counsel  
For Debtors and Debtors in Possession

# # #



## **EXHIBIT A To Interim Order**

### **List of Ordinary Course Professionals**

<b>Professional</b>	<b>Services Provided</b>
ACCOUNTING SOLUTIONS 4 U, LLC	Consulting
ACCOUNTING SPECIALTIES PROVIDER	Consulting
AKERMAN SENTERFITT	Legal Services
AMERICAN ARBITRATION ASSOCIATI	Legal Services
ANALYTICAL ENVIRONMENTAL SERVICES	Consulting
ANDERSON TUELL LLP	Legal Services
APPLIED ANALYSIS	Consulting
ASSOCIATION OF STRATEGIC MARKE	Consulting
ATERWYNNE,LLP	Legal Services
BENTLEY PRICE ASSOCIATES	Consulting
BIBLE MOUSEL	Legal Services
BLACKMAN CONSULTING	Consulting
BODMAN LLP	Legal Services
BROWNSTEIN HYATT FARBER SCHREC	Legal Services
CAPITOL ADVOCACY SERVICES GROUP	Consulting
CA CONSULTING	Consulting
CLARK WOLF COMPANY	Consulting
COMFORT CONSULTING VERMONT,LLC	Consulting
COMPTON DANCER CONSULTING INC.	Consulting
COMSYS SERVICES LLC	Consulting
CRAGIN & PIKE, INC.	Legal Services
CRIMINAL HISTORY REPOSITORY	Legal Services
CT CORPORATION SYSTEM	Legal Services
CUNINGHAM GROUP ARCHITECTURE	Consulting
D.F. KING & CO., INC.	Legal Services
DEE POLLEY	Consulting
DREIER STEIN KAHAN BROWNE WOOD	Legal Services
DRINKER BIDDLE & REATH LLP	Legal Services
DUFF & PHELPS LLC	Consulting
DZ CONSULTING	Consulting
ELIZABETH BLAU & ASSOCIATES,LL	Consulting
ELMETS COMMUNICATIONS	Consulting
ERNST & YOUNG LLP	Consulting
FINE CONSULTING INC dba THE FINE POINT	Consulting
GROUP	
FREDERICKS & PEEBLES LLP	
FRIEDMUTTER GROUP	
GANG TYRE RAMER & BROWN INC	Consulting
GEOCON CONSULTANTS, INC	Consulting
GLOBAL INTELLIGENCE NETWORK	Consulting
GRANT J. MILLERET	Consulting

Professional	Services Provided
GREENBERG TRAURIG LLP	Legal Services
GREGORY & ASSOCIATES	Legal Services
HALLING + SOKOL LLP	Legal Services
HUFFMAN-BROADWAY GROUP,INC	Consulting
HYDROSCIENCE ENGINEERS, INC	Consulting
INTELLIGENT AGENT DISCOVERY MA	Legal Services
JAMES A NYE	Consulting
JESSIE GIBSON	Consulting
JETER COOK JEPSON	Consulting
JOBBI LLC	Consulting
JOHN F. MARCHIANO	Legal Services
JONES VARGAS	Legal Services
KAZHE LAW GROUP P.C.	Legal Services
KIMLEY-HORN & ASSOCIATES	Consulting
KP PUBLIC AFFAIRS	Consulting
KROLL SCHIFF & ASSOCIATES,INC	Consulting
KUMMER KAEMPFER BONNER RENSHAW & FERRARIO	Legal Services
LAB CONSULTING	Consulting
LAS VEGAS IIA CHAPTER	Consulting
LAS VEGAS SPORTS CONSULANTS, I	Consulting
LATHAM & WATKINS, LLP	Legal Services
LEHMAN KELLY SADLER & O'KEEFE	Legal Services
LEWIS, RICE & FINGERSH	Legal Services
LINSCHIED CO.	Consulting
MAIER & PFEFFER ATTORNEY	Legal Services
MARK MCASEY	Consulting
MARSHALL STEVENS, INC	Consulting
MATERIALS TESTING CONSULTANTS	Consulting
MCINTOSH COMMUNICATIONS	Consulting
MIKE IAMAIO	Consulting
MILBANK, TWEED, HADLEY & MCCLOY LLP	Legal Services
ML STRATEGIES LLC	Consulting
MOBIUS RISK GROUP LLC	Consulting
MOODY'S	Consulting
MSA ENGINEERING CONSULTANTS	Consulting
MUNGER TOLLES & OLSON LLP	Legal Services
NEW MARKET ADVISORS	Consulting
NIELSEN, MERKSAMER, PARRINELLO	Legal Services
ORACLE USA,INC	Consulting
P&D CONSULTANTS	Consulting
PARSONS BEHLE & LATIMER	Legal Services
PATRICIA STALEY	Consulting
PATTON BOGGS	Legal Services
PETERS ENGINEERING GROUP	Consulting
PILOTHOUSE CONSULTING, INC.	Consulting
PIPER RUDNICK	Legal Services
PLATINUM ADVISORS,L.L.C	Consulting

Professional	Services Provided
PYATT & SILVESTRI & HANLON	Legal Services
QUINN EMANUEL URQUHART OLIVER	Legal Services
R SYSTEMS INTERNATIONAL LTD	Consulting
RACING CONSULTING GROUP	Consulting
RBF CONSULTING	Consulting
REUTERS RESEARCH,INC	Consulting
RHR CONSULTING ENGINEERS	Consulting
ROBERT A. KARN & ASSOC.	Consulting
ROBERT A. ROSETTE PC	Legal Services
RYAN ERWIN ASSOCIATES	Consulting
SENTINEL ADVISERS LLC	Consulting
SGPA ARCHITECTURE AND PLANNING	Consulting
SHAPPARD MULLIN	Legal Services
SIERRA STRATEGIES	Consulting
SIGNATURE WORLDWIDE	Consulting
SITE SYNERGY	Consulting
SITRICK & COMPANY	Consulting
SKADDEN, ARPS, SLATE, MEAGHER	Legal Services
SLOAT HIGGINS JENSEN & ASSOC	Consulting
SONNENSCHN NATH & ROSENTHAL	Legal Services
STANDARD & POOR'S	Consulting
STRATEGIC SOLUTIONS	Consulting
STUDIO 66	Consulting
TALX	Consulting
TERADATA	Consulting
TERZO, INC.	Consulting
THE LEARNING CENTER INC	Consulting
THE LINSCHIED COMPANY,INC	Consulting
THE SKANCKE COMPANY	Consulting
THEMEWORKS, INC.	Consulting
THOMSON FINANCIAL CORPORATE GR	Consulting
TOWERS PERRIN	Consulting
TOWNSEND & TOWNSEND & CREW LLP	Legal Services
VMWORLD 2008	Consulting
VSLIVE! LAS VEGAS	Consulting
WALKER FLUKE & SHELDON	Consulting
W.A. RICHARDSON BUILDERS, LLC	Consulting
WILMERHALE	Legal Services
WRIGHT CONSULTING GROUP	Consulting
YANKEE SPRINGS GOLF COURSE	Landscape Maintenance
YOUNG ELECTRIC SIGN COMPANY	Consulting

## **Exhibit E**

### **Final Order**

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
MILBANK, TWEED, HADLEY & McCLOY LLP  
601 South Figueroa Street, 30th Floor  
Los Angeles, California 90017  
Telephone: (213) 892-4000  
Facsimile: (213) 629-5063

Bruce T. Beesley (NV SBN 1164)  
Laury Macauley (NV SBN 11413)  
LEWIS AND ROCA LLP  
50 West Liberty Street, Suite 410  
Reno, Nevada 89501  
Telephone: (775) 823-2900  
Facsimile: (775) 823-2929  
[bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [tdarby@lrlaw.com](mailto:tdarby@lrlaw.com)

Proposed Reorganization Counsel for  
Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Reno Land Holdings, LLC  
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☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_  
Jointly Administered

**FINAL ORDER PURSUANT TO  
§§ 105(a), 327, 328, AND 330 OF THE  
BANKRUPTCY CODE AUTHORIZING  
THE DEBTORS TO EMPLOY  
PROFESSIONALS USED IN THE  
ORDINARY COURSE OF BUSINESS**

Hearing Date:  
Hearing Time:

Upon the motion, dated July 28, 2009 (the “Motion”),<sup>1</sup> of Station Casinos, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors” or “Station”)<sup>2</sup> in the above-captioned chapter 11 cases, for interim and final orders pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing their employment of professionals used in the ordinary course of business (“Ordinary Course Professionals”), all as more fully described in the Motion; and upon consideration of the supporting declaration of Thomas M. Friel, sworn to on July 24, 2009; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of Station and its estate and creditors; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is

**ORDERED** that the Motion is granted in its entirety; and it is further

**ORDERED** that pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the professionals listed on Exhibit A attached hereto (the “Ordinary Course Professionals”) in the ordinary course of their business, effective as of the date of the commencement of the Debtors’ chapter 11 cases; and it is further

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

<sup>2</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC, River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC, Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV, LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC, and FCP PropCo, LLC.

1                   **ORDERED** that within 30 days of the latter of (i) Court approval of the Ordinary  
2 Course Professional's retention or (ii) the date on which the retained Ordinary Course  
3 Professional commences services for the Debtors, each Ordinary Course Professional shall serve  
4 upon the Debtors' attorneys (a) an affidavit, substantially in the form attached to the Motion as  
5 Exhibit B (the "Ordinary Course Professional Affidavit"), certifying that the professional does  
6 not represent or hold any interest adverse to the Debtors or their estates for the matter on which  
7 the professional is to be employed, and (b) a completed retention questionnaire, substantially in  
8 the form attached to the Motion as Exhibit C (the "Retention Questionnaire"). The Debtors'  
9 attorneys shall promptly file the Ordinary Course Professional Affidavit and Retention  
10 Questionnaire with the Court and serve them upon the U.S. Trustee. The U.S. Trustee shall have  
11 fifteen (15) days following service to notify the Debtors in writing, of an objection to any  
12 retention based on the contents of the Ordinary Course Professional's Affidavit or Retention  
13 Questionnaire; and it is further

14                   **ORDERED** that the Debtors shall pay no Ordinary Course Professional any  
15 amounts for invoiced fees and expense reimbursements until the Ordinary Course Professional  
16 Affidavit and Retention Questionnaire have been filed with the Court; and it is further

17                   **ORDERED** that, subject to the conditions of the previous paragraph, the Debtors  
18 are authorized to pay, in the customary manner, 100% of the fees and disbursements sought by  
19 each of the Ordinary Course Professionals retained pursuant to this Order in the customary  
20 manner upon receipt of reasonably detailed invoices indicating the nature of the services  
21 rendered and calculated in accordance with the professional's standard billing practices, without  
22 a prior application to the Court, up to \$150,000 per month per Ordinary Course Professional. In  
23 the event that an Ordinary Course Professional seeks more than \$150,000 in a single month, the  
24 Debtors reserve the right to request approval of such fees by the Court. In the event the Court  
25 denies this request, the professional will be required to file a fee application for the full amount  
26 of its fees in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of  
27 Bankruptcy Procedure, the Local Rules, orders of the Court and Fee Guidelines promulgated by  
28 the Office of the U.S. Trustee; and it is further



1                   **ORDERED** that the Debtors' right to dispute any invoices shall not be affected or  
2 prejudiced in any manner by the relief granted in this order; and it is further

3                   **ORDERED** that the Debtors are authorized to supplement the list of Ordinary  
4 Course Professionals from time to time as necessary, by filing a notice (the "Supplemental  
5 Notice of Ordinary Course Professionals") with the Court of the additional Ordinary Course  
6 Professionals that the Debtors intend to employ and to serve it on: (i) the U.S. Trustee; (ii) the  
7 attorneys for any official committee of unsecured creditors appointed in these cases; and (iii) all  
8 other parties that have filed a notice of appearance in these chapter 11 cases or that are listed on a  
9 master service list pursuant to an order of this Court. If no objection to the additional Ordinary  
10 Course Professional is filed with the Court and served on the Debtors within fifteen (15) days  
11 after the service of the Ordinary Course Professional Notice, the retention of the Supplemental  
12 Ordinary Course Professional(s) shall be deemed approved by this Court, pursuant to sections  
13 105(a), 327, 328 and 330 of the Bankruptcy Code, in accordance with the provisions of this  
14 Order, without the need for a hearing or further order; and it is further

15                   **ORDERED** that within fifteen (15) days of the latter of (i) approval of the  
16 Ordinary Course Professional's retention, pursuant to a Supplemental Notice of Ordinary Course  
17 Professionals, or (ii) the date on which the retained Ordinary Course Professional commences  
18 services for the Debtors, each Ordinary Course Professional shall serve upon the Debtors'  
19 attorneys an Ordinary Course Professional Affidavit and a Retention Questionnaire; and it is  
20 further

21                   **ORDERED** that the Debtors attorneys shall file and serve the Ordinary Course  
22 Professional Affidavits and Retention Questionnaires in the same manner as for all other  
23 Ordinary Course Professionals, and the U.S. Trustee shall have the same time for objection; and  
24 it is further

25                   **ORDERED** that Ordinary Course Professionals retained pursuant to a  
26 Supplemental Notice of Ordinary Course Professionals shall be paid in accordance with the  
27 procedures set forth for the payment of other Ordinary Course Professionals; and it is further  
28

1                   **ORDERED** that the Debtors shall not pay any amounts to an Ordinary Course  
2 Professional retained pursuant to a Supplemental Notice of Ordinary Course Professionals until  
3 its Ordinary Course Professional Affidavit and Retention Questionnaire have been filed with the  
4 Court; and it is further

5                   **ORDERED** that this Order shall not apply to any professional retained by the  
6 Debtors pursuant to a separate order of the Court; and it is further

7                   **ORDERED** that all objections to the relief requested in the Motion have been  
8 overruled; and it is further

9                   **ORDERED** that notice of the Motion as provided therein shall be deemed good  
10 and sufficient notice of the Motion; and it is further

11                   **ORDERED** that the Debtors are authorized to take all actions necessary to  
12 effectuate the relief granted pursuant to this Order in accordance with the Motion.

13  
14 SUBMITTED BY:

15 Paul S. Aronzon, CA State Bar #88781  
16 Thomas R. Kreller CA State Bar # 161922  
17 MILBANK, TWEED, HADLEY & McCLOY LLP  
18 601 South Figueroa Street, 30th Floor  
19 Los Angeles, California 90017

20 Proposed Reorganization Counsel for  
21 Debtors and Debtors in Possession

22 Bruce T. Beesley, #1164  
23 Laury Macauley, #11413  
24 LEWIS AND ROCA LLP  
25 50 W. Liberty Street, Ste. 410  
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28 Proposed Local Reorganization Counsel  
For Debtors and Debtors in Possession

# # #

## **Exhibit A To Final Order**

### **List of Ordinary Course Professionals**

<b>Professional</b>	<b>Services Provided</b>
ACCOUNTING SOLUTIONS 4 U, LLC	Consulting
ACCOUNTING SPECIALTIES PROVIDER	Consulting
AKERMAN SENTERFITT	Legal Services
AMERICAN ARBITRATION ASSOCIATI	Legal Services
ANALYTICAL ENVIRONMENTAL SERVICES	Consulting
ANDERSON TUELL LLP	Legal Services
APPLIED ANALYSIS	Consulting
ASSOCIATION OF STRATEGIC MARKE	Consulting
ATERWYNNE,LLP	Legal Services
BENTLEY PRICE ASSOCIATES	Consulting
BIBLE MOUSEL	Legal Services
BLACKMAN CONSULTING	Consulting
BODMAN LLP	Legal Services
BROWNSTEIN HYATT FARBER SCHREC	Legal Services
CAPITOL ADVOCACY SERVICES GROUP	Consulting
CA CONSULTING	Consulting
CLARK WOLF COMPANY	Consulting
COMPORT CONSULTING VERMONT,LLC	Consulting
COMPTON DANCER CONSULTING INC.	Consulting
COMSYS SERVICES LLC	Consulting
CRAGIN & PIKE, INC.	Legal Services
CRIMINAL HISTORY REPOSITORY	Legal Services
CT CORPORATION SYSTEM	Legal Services
CUNINGHAM GROUP ARCHITECTURE	Consulting
D.F. KING & CO., INC.	Legal Services
DEE POLLEY	Consulting
DREIER STEIN KAHAN BROWNE WOOD	Legal Services
DRINKER BIDDLE & REATH LLP	Legal Services
DUFF & PHELPS LLC	Consulting
DZ CONSULTING	Consulting
ELIZABETH BLAU & ASSOCIATES,LL	Consulting
ELMETS COMMUNICATIONS	Consulting
ERNST & YOUNG LLP	Consulting
FINE CONSULTING INC dba THE FINE POINT GROUP	Consulting
FREDERICKS & PEEBLES LLP	Legal Services
FRIEDMUTTER GROUP	Consulting
GANG TYRE RAMER & BROWN INC	Consulting
GEOCON CONSULTANTS, INC	Consulting
GLOBAL INTELLIGENCE NETWORK	Consulting
GRANT J. MILLERET	Consulting
GREENBERG TRAURIG LLP	Legal Services

Professional	Services Provided
GREGORY & ASSOCIATES	Legal Services
HALLING + SOKOL LLP	Legal Services
HUFFMAN-BROADWAY GROUP,INC	Consulting
HYDROSCIENCE ENGINEERS, INC	Consulting
INTELLIGENT AGENT DISCOVERY MA	Legal Services
JAMES A NYE	Consulting
JESSIE GIBSON	Consulting
JETER COOK JEPSON	Consulting
JOBBI LLC	Consulting
JOHN F. MARCHIANO	Legal Services
JONES VARGAS	Legal Services
KAZHE LAW GROUP P.C.	Legal Services
KIMLEY-HORN & ASSOCIATES	Consulting
KP PUBLIC AFFAIRS	Consulting
KROLL SCHIFF & ASSOCIATES,INC	Consulting
KUMMER KAEMPFER BONNER RENSHAW & FERRARIO	Legal Services
LAB CONSULTING	Consulting
LAS VEGAS IIA CHAPTER	Consulting
LAS VEGAS SPORTS CONSULANTS, I	Consulting
LATHAM & WATKINS, LLP	Legal Services
LEHMAN KELLY SADLER & O'KEEFE	Legal Services
LEWIS, RICE & FINGERSH	Legal Services
LINSCHIED CO.	Consulting
MAIER & PFEFFER ATTORNEY	Legal Services
MARK MCASEY	Consulting
MARSHALL STEVENS, INC	Consulting
MATERIALS TESTING CONSULTANTS	Consulting
MCINTOSH COMMUNICATIONS	Consulting
MIKE IAMAIO	Consulting
MILBANK, TWEED, HADLEY & MCCLOY LLP	Legal Services
ML STRATEGIES LLC	Consulting
MOBIUS RISK GROUP LLC	Consulting
MOODY'S	Consulting
MSA ENGINEERING CONSULTANTS	Consulting
MUNGER TOLLES & OLSON LLP	Legal Services
NEW MARKET ADVISORS	Consulting
NIELSEN, MERKSAMER, PARRINELLO	Legal Services
ORACLE USA,INC	Consulting
P&D CONSULTANTS	Consulting
PARSONS BEHLE & LATIMER	Legal Services
PATRICIA STALEY	Consulting
PATTON BOGGS	Legal Services
PETERS ENGINEERING GROUP	Consulting
PILOTHOUSE CONSULTING, INC.	Consulting
PIPER RUDNICK	Legal Services
PLATINUM ADVISORS,L.L.C	Consulting
PYATT & SILVESTRI & HANLON	Legal Services

Professional	Services Provided
QUINN EMANUEL URQUHART OLIVER	Legal Services
R SYSTEMS INTERNATIONAL LTD	Consulting
RACING CONSULTING GROUP	Consulting
RBF CONSULTING	Consulting
REUTERS RESEARCH,INC	Consulting
RHR CONSULTING ENGINEERS	Consulting
ROBERT A. KARN & ASSOC.	Consulting
ROBERT A. ROSETTE PC	Legal Services
RYAN ERWIN ASSOCIATES	Consulting
SENTINEL ADVISERS LLC	Consulting
SGPA ARCHITECTURE AND PLANNING	Consulting
SHAPPARD MULLIN	Legal Services
SIERRA STRATEGIES	Consulting
SIGNATURE WORLDWIDE	Consulting
SITE SYNERGY	Consulting
SITRICK & COMPANY	Consulting
SKADDEN, ARPS, SLATE, MEAGHER	Legal Services
SLOAT HIGGINS JENSEN & ASSOC	Consulting
SONNENSCHN NATH & ROSENTHAL	Legal Services
STANDARD & POOR'S	Consulting
STRATEGIC SOLUTIONS	Consulting
STUDIO 66	Consulting
TALX	Consulting
TERADATA	Consulting
TERZO, INC.	Consulting
THE LEARNING CENTER INC	Consulting
THE LINSCHIED COMPANY,INC	Consulting
THE SKANCKE COMPANY	Consulting
THEMEWORKS, INC.	Consulting
THOMSON FINANCIAL CORPORATE GR	Consulting
TOWERS PERRIN	Consulting
TOWNSEND & TOWNSEND & CREW LLP	Legal Services
VMWORLD 2008	Consulting
VSLIVE! LAS VEGAS	Consulting
WALKER FLUKE & SHELDON	Consulting
W.A. RICHARDSON BUILDERS, LLC	Consulting
WILMERHALE	Legal Services
WRIGHT CONSULTING GROUP	Consulting
YANKEE SPRINGS GOLF COURSE	Landscape Maintenance
YOUNG ELECTRIC SIGN COMPANY	Consulting